PVR INOX LIMITED

Corporate Identity Number (CIN): L74899MH1995PLC387971

Registered Office: 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (W), Mumbai – 400053

Corporate Office: Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase-III, Gurugram-122002, Haryana • Tel: 0124 4708100

Website: www.pvrinox.com • E-mail: cosec@pvrinox.com • Contact Person: Mr. Murlee Manohar Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF PVR INOX LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,68,965 (TWENTY LAKH SIXTY EIGHT THOUSAND NINE HUNDRED SIXTY FIVE) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF ₹ 10/- (INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 1,450/- (INDIAN RUPEES ONE THOUSAND FOUR HUNDRED FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH FOR AN AGGREGATE AMOUNT OF UP TO ₹ 300,00,00,000/- (INDIAN RUPEES THREE HUNDRED CRORES ONLY), ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "**Board**", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on Monday, August 31, 2026 (the "**Board Meeting**") has, pursuant to the provisions of Article 73 of the Articles of Association of the Company, Sections 68, 69, and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), the Companies (Share Capital and Debentures) Rules, 2014, as amended (to the extent applicable), and other relevant rules made thereunder, each as amended from time to time and in compliance with the provisions of the SEBI Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") (including any statutory modifications or re-enactments of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations), and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), the stock exchanges on which the Equity Shares of the Company are listed ("**Stock Exchanges**"), Ministry of Corporate Affairs ("**MCA**"), Registrar of Companies ("**RoC**") and/ or other authorities, institutions or bodies (together with SEBI, RBI, Stock Exchanges, MCA, and RoC, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the Board, approved the buyback by the Company of up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares, being 2.11% of the total number of Equity Shares in the existing paid-up Equity Share capital of the Company as of March 31, 2026, at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share ("**Buyback Price**"), payable in cash, for an aggregate amount not exceeding ₹ 300,00,00,000/- (Indian Rupees Three Hundred Crores only) ("**Buyback Size**"), which represents 4.09% and 4.07% of the aggregate of the Company's fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the year ended as on March 31, 2026, respectively, on a proportionate basis through the "**tender offer**" route as prescribed under the Companies Act and the SEBI Buyback Regulations, from all the shareholders/ beneficial owners of the Equity Shares of the Company, who hold Equity Shares as on a record date, i.e., Friday, September 4, 2026 ("**Record Date**") (the "**Buyback**").

1.2. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3. Since the Buyback is less than 10% of the paid-up Equity Share Capital and free reserves of the Company based on both standalone and consolidated financial statements of the Company as per its latest audited financial statements as of March 31, 2026, the approval of the shareholders is not required for the Buyback in terms of the SEBI Buyback Regulations and the Companies Act.

1.4. The Buyback Size represents 4.09% and 4.07% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as of March 31, 2026, respectively, and is within the statutory limit of upto 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company as of March 31, 2026, as per applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2026. The Company proposes to Buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares (representing up to 2.11% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2026), which is within the aforesaid limit of 25% as per the provisions of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations.

1.6. The Buyback Size does not include any transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, advisors/legal fees, intermediary fees, public announcement, publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("**Transaction Costs**").

1.7. The Equity Shares are listed on the Stock Exchanges. The Buyback is being undertaken on a proportionate basis from the equity shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date ("**Eligible Shareholders**") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI circular SEBI/HO/CFD/PoD-2/CIR/2023/35 dated March 8, 2023, as amended from time to time (collectively, the "**SEBI Circulars**"). In this regard, the Company will request the BSE Limited ("**BSE**") to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

1.8. Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and/or in their country of residence of Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.9 A copy of this Public Announcement is available on the Company's website i.e., www.pvrinox.com, the website of the manager to the Buyback i.e., DAM Capital Advisors Limited ("**Manager**"/ "**Manager to the Buyback**") at www.damcapital.in, and is expected to be made available during the period of the Buyback on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.nseindia.com and www.bseindia.com.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning part of surplus funds to the shareholders. The Buyback is an endeavor by the Company to return a portion of its surplus cash to its shareholders in an effective and efficient manner and is expected to improve its earnings per share and return on equity. The Board at its meeting held on Monday, August 31, 2026, considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements of the Company as on March 31, 2026, and considering these, the Board decided to allocate an amount not exceeding ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs for distributing as cash to the Eligible Shareholders through the Buyback.

2.2. After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of not exceeding 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share for an aggregate amount not exceeding ₹ 300,00,00,000/- (Indian Rupees Three Hundred Crores only). The Buyback is being undertaken, *inter-alia*, for the following reasons:

(i) The Buyback will help the Company to return part of surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall returns to shareholders;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for Small Shareholders (as defined below). The Company believes that this reservation for Small Shareholders would benefit a large number of Company's public shareholders, who would be classified as "Small Shareholders" under the SEBI Buyback Regulations;

(iii) The Buyback would help in improving the Company's return on equity, thereby leading to long term increase in shareholders' value; and

(iv) The Buyback gives the Eligible Shareholders an option to either: (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback; or (B) not participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback offer, without additional investment.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

3.1. The maximum amount required for the Buyback will not exceed ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs.

3.2. The Buyback Size represents 4.09% and 4.07% of the aggregate of the Company's fully paid-up Equity Share capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2026 and the same is within the prescribed limit of up to 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on standalone and consolidated audited financial statements of the Company as of March 31, 2026.

3.3. The funds for the implementation of the proposed Buyback will be available out of the free reserves of the Company and/or securities premium account and/or such other sources of funds or by such mechanisms as may be permitted by applicable law, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations. The Company shall transfer from its free reserves and/ or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

4. BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty Only) per Equity Share.

4.2. The Buyback Price has been arrived at after considering various factors, including but not limited to, the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges, the performance and growth prospects of the Company, and the possible impact of the Buyback on the Company's earnings per Equity Share and other financial parameters, with the intention of enhancing overall returns to its shareholders.

4.3. The Buyback Price represents a:

(a) premium of 35.39% and 34.33% over the volume weighted average market price of the Equity Shares on National Stock Exchange of India Limited ("**NSE**") and BSE, respectively, for the three months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback i.e. Tuesday, August 25, 2026 ("**Intimation Date**").

(b) premium of 20.55% and 20.67% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for the two weeks preceding the Intimation Date.

(c) premium of 17.71% and 17.76% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Monday, August 24, 2026, being the trading day preceding the Intimation Date.

(d) premium of 17.79% and 17.80% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Intimation Date.

(e) premium of 20.06% and 20.47% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, August 31, 2026, when the Buyback was approved.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to Buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) Equity Shares, representing 2.11% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company as of March 31, 2026.

6. DETAILS OF HOLDING AND TRANSACTIONS IN THE EQUITY SHARES BY THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

6.1. The aggregate shareholding in the Company of the: (i) promoter and the members of the promoter group of the Company (the "**Promoter and Promoter Group**"); and (ii) directors of companies which are a part of Promoter and Promoter Group, as on the date of the Board Meeting (i.e. Monday, August 31, 2026) and this Public Announcement (i.e. Tuesday, September 1, 2026) are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and person in control of the Company as on the date of the Board Meeting and this Public Announcement:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% Shareholding
	Promoters		
1.	Mr. Pavan Kumar Jain	3,08,992	0.31
2.	Mr. Ajay Kumar Bijli	54,47,205	5.55
3.	Mr. Sanjeev Kumar	41,09,960	4.19
4.	Mr. Siddharth Jain	4,65,589	0.47
5.	GFL Limited	1,58,35,940	16.13
6.	INOX Infrastructure Limited	1,50,174	0.15
	Members of the Promoter Group		
1.	Ms. Selena Bijli	3,48,573	0.35
2.	Ms. Nayantara Jain	1,73,000	0.18
3.	Ms. Niharika Bijli	1,84,783	0.19
4.	Mr. Aamer Krishan Bijli	Nil	NA
5.	Ms. Nayana Bijli	Nil	NA
6.	ATC Logistical Solutions Private Limited	9,850	0.01
7.	Ishita Jain	Nil	NA
	Total	**2,70,34,066**	**27.53**

(ii) Except as disclosed below, none of the directors of the companies which are a part of the Promoter and Promoter Group hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name of the director	Name of the company forming part of Promoters/ Promoter Group	Number of Equity Shares of the Company	% Shareholding
1.	Mr. Pavan Kumar Jain	1. GFL Limited 2. Inox Infrastructure Limited	3,08,992	0.31
2.	Mr. Siddharth Jain	1. GFL Limited 2. Inox Infrastructure Limited	4,65,589	0.47
3.	Mr. Ajay Kalra	ATC Logistical Solutions Private Limited	14,750	0.02
4.	Mr. Sunil Bhatnagar	ATC Logistical Solutions Private Limited	11,005	0.01
		Total	**8,00,336**	**0.82%**

6.2. Except as disclosed below, none of the directors of the Company ("**Directors**") and / or the key managerial personnel of the Company ("**KMPs**") hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% Shareholding
1.	Mr. Pavan Kumar Jain	Chairman	3,08,992	0.31
2.	Mr. Ajay Kumar Bijli	Managing Director	54,47,205	5.55
3.	Mr. Sanjeev Kumar	Executive Director	41,09,960	4.19
4.	Mr. Siddharth Jain	Non – Executive Director	4,65,589	0.47
5.	Ms. Renuka Ramnath	Non – Executive Director	2,500	Negligible
6.	Shishir Baijal	Independent Director	15*	Negligible
7.	Mr. Gaurav Sharma	Chief Financial Officer	60	Negligible
8.	Mr. Murlee Manohar Jain	Company Secretary & Compliance Officer	1	Negligible
		Total	**1,03,34,322**	**10.52**

**The shares are jointly held in the name of Mrs. Sadna Baijal and Shishir Baijal*

6.3. The aggregate Employee Stock Options of the Company ("**ESOPs**") held by the Directors and KMPs, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name	Category	Type of Incentive	Unvested	Vested but not exercised
1.	Mr. Gaurav Sharma	Chief Financial Officer	ESOP(s)	Nil	16,668
2.	Mr. Murlee Manohar Jain	Company Secretary & Compliance Officer	ESOP(s)	4,000	2,000
	Total			**4,000**	**18,668**

6.4. Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, directors of companies which are a part of the Promoter and Promoter Group of the Company during a period of 6 (six) months preceding the date of the Board Meeting and this Public Announcement:

(i) Aggregate shares purchased or sold by the Promoter and Promoter Group and persons who are in control: Nil

(ii) Aggregate shares purchased or sold by the directors of companies which are part of the Promoter and Promoter Group: Nil

7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

7.1. In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the following Promoter and Promoter Group of the Company (who are the persons in control) have expressed their intention vide letters dated Monday, August 31, 2026, to participate in the Buyback and tender up to an aggregate of 5,69,584 (Five Lakh Sixty Nine Thousand Five Hundred Eighty Four) Equity Shares as mentioned in the table below or such lower number of Equity Shares in compliance with the SEBI Buyback Regulations/ terms of the Buyback:

Sr. No.	Promoter/Member of the Promoter Group	Number of Equity Shares held	Maximum number of Equity Shares intended to tender
1.	GFL Limited	1,58,35,940	3,33,646
2.	Ajay Kumar Bijli	54,47,205	1,14,767
3.	Sanjeev Kumar	41,09,960	86,593
4.	Siddharth Jain	4,65,589	9,810
5.	Selena Bijli	3,48,573	7,345
6.	Pavan Kumar Jain	3,08,992	6,511
7.	Niharika Bijli	1,84,783	3,894
8.	Nayantara Jain	1,73,000	3,645
9.	INOX Infrastructure Limited	1,50,174	3,165
10.	ATC Logistical Solutions Private Limited	9,850	208
	Total	**2,70,34,066**	**5,69,584**

7.2. The details of the date and price of acquisition/ sale of the Equity Shares by the members of the Promoter and Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out below:

(i) Ajay Kumar Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
Not Available	Purchase	18,172	10	180.00	32,70,960
07-Jul-2008	Purchase	17,500	10	178.90	31,30,750
10-Jul-2008	Purchase	13,000	10	177.93	23,13,090
14-Jul-2008	Purchase	2,900	10	177.93	5,15,997
15-Jul-2008	Purchase	1,920	10	170.33	3,27,034
16-Jul-2008	Purchase	4,200	10	170.33	7,15,386
21-Jul-2008	Purchase	230	10	176.00	40,480
22-Jul-2008	Purchase	45,000	10	176.00	79,20,000
06-Sep-2010	Pursuant to Scheme of Amalgamation between Leisure World Private Limited and PVR Limited	14,51,752	10	165.00	-
08-Sep-2010	Purchase	15,613	10	113.16	17,66,834
11-Jan-2013	Preferential Allotment	6,93,878	10	245.00	17,00,00,000
09-Jul-2014	Purchase	18,296	10	641.73	1,17,41,092
10-Jul-2014	Purchase	1,500	10	636.78	9,55,170
11-Jul-2014	Purchase	4,699	10	621.49	29,20,382
14-Jul-2014	Purchase	27,595	10	620.12	1,71,12,211
01-Aug-2014	Purchase	13,988	10	610.62	85,41,353
04-Aug-2014	Purchase	4,016	10	611.69	24,56,547
05-Aug-2014	Purchase	38	10	616.99	23,446
26-Sep-2014	Purchase	22,352	10	705.79	1,57,75,818
20-Sep-2016	Pursuant to Scheme of Amalgamation between Bijli Holdings Private Limited and PVR Limited	62,19,719	10	24.72	-
12-Mar-2018	Purchase	1,50,000	10	1,319.00	19,78,50,000
30-Jul-2019	Purchase	2,800	10	1,584.50	44,36,600
30-Jul-2019	Purchase	25,160	10	1,584.00	3,98,53,440
30-Jul-2019	Purchase	40	10	1,580.00	63,200
22-Oct-2019	Purchase	25,000	10	1,810.50	4,52,62,500
05-Mar-2020	Purchase	10,000	10	1,663.35	1,66,33,544
06-Mar-2020	Purchase	20,000	10	1,627.41	3,25,48,117
09-Mar-2020	Purchase	11,898	10	1,543.32	1,83,62,425
12-Mar-2020	Purchase	3,600	10	1,367.42	49,22,711
31-Mar-2020	Purchase	4,100	10	1,188.04	48,70,978
07-Aug-2020	Right Issue	4,74,309	10	784.00	37,18,58,256
01-Nov-2013	Sale	(4,00,000)	10	585.00	(23,40,00,000)
24-Mar-2015	Gift	(7,00,000)	10	-	-
14-Dec-2015	Sale	(51,000)	10	777.78	(3,96,66,780)

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
09-Mar-2016	Sale	(50,000)	10	710.97	(3,55,48,500)
30-Mar-2016	Sale	(9,806)	10	733.07	(71,88,484)
31-Mar-2016	Sale	(19,406)	10	733.39	(1,42,32,166)
01-Apr-2016	Sale	(13,401)	10	735.83	(98,60,858)
06-Apr-2016	Sale	(1,587)	10	738.88	(11,72,603)
12-Apr-2016	Sale	(20,000)	10	768.30	(1,53,66,000)
12-May-2016	Sale	(15,000)	10	837.72	(1,25,65,800)
13-May-2016	Sale	(20,000)	10	844.44	(1,68,88,800)
17-Jun-2016	Sale	(2,427)	10	957.25	(23,23,246)
21-Jun-2016	Sale	(5,000)	10	957.25	(47,86,250)
22-Jun-2016	Sale	(3,701)	10	957.25	(35,42,782)
23-Jun-2016	Sale	(15)	10	960.60	(14,409)
27-Jun-2016	Sale	(94)	10	957.15	(89,972)
28-Jun-2016	Sale	(1,133)	10	963.70	(10,91,872)
29-Jun-2016	Sale	(18,500)	10	979.75	(1,81,25,375)
18-Jan-2017	Sale	(19,85,000)	10	1,303.90	(2,58,82,41,500)
04-Aug-2021	Gift	(2,15,000)	10		-
20-Aug-2024	Sale	(3,25,000)	10	1,500.21	(48,75,67,432)

(ii) Sanjeev Kumar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
02-Dec-2008	Purchase	4,000	10	60.18	2,40,720
03-Dec-2008	Purchase	6,000	10	62.92	3,77,520
06-Sep-2010	Purchase	7,600	10	165.00	12,54,000
11-Jan-2013	Preferential Allotment	3,26,531	10	245.00	8,00,00,030
20-Sep-2016	Pursuant to Scheme of Amalgamation between Bijli Holdings Private Limited and PVR Limited	38,12,086	10	24.72	-
12-Mar-2020	Purchase	7,200	10	1,384.46	99,68,084
18-Mar-2020	Purchase	4,150	10	1,205.95	50,04,702
31-Mar-2020	Purchase	4,100	10	1,188.04	48,70,978
07-Aug-2020	Right Issue	3,42,608	10	784.00	26,86,04,672
06-Dec-2021	Purchase	2,500	10	1,360.15	34,00,377
20-Dec-2021	Purchase	3,000	10	1,278.29	38,34,862
16-Jun-2022	Purchase	2,620	10	1,754.77	45,97,500
25-May-2023	Purchase	5,000	10	1,361.50	68,07,500
20-Feb-2025	Purchase	9,890	10	1,010.16	99,90,468
23-Dec-2013	Sale	(5,000)	10	636.76	(31,83,821)
26-Dec-2013	Sale	(1,380)	10	626.41	(8,64,439)
27-Dec-2013	Sale	(5,000)	10	622.02	(31,10,079)
02-Jan-2014	Sale	(6,220)	10	636.89	(39,61,446)
15-Jan-2014	Sale	(11,112)	10	591.58	(65,73,634)
17-Jan-2014	Sale	(17,734)	10	588.05	(1,04,28,441)
20-Jan-2014	Sale	(879)	10	574.10	(5,04,637)
21-Jan-2014	Sale	(5,000)	10	574.13	(28,70,630)
22-Jan-2014	Sale	(25,000)	10	584.13	(1,46,03,363)
18-Jan-2017	Sale	(3,50,000)	10	1,303.90	(45,63,65,000)

(iii) Selena Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
06-Sep-2010	Purchase	608	10	165.00	1,00,320
24-Mar-2015	Gifted	2,00,000	10	165.00	-
29-Mar-2017	Purchase	47,000	10	1,443.15	6,78,27,958
07-Aug-2020	Right Issue	14,715	10	784.00	1,15,36,560
29-Dec-2022	Purchase	3,000	10	1,685.77	50,57,309
30-Dec-2022	Purchase	2,000	10	1,720.56	34,41,110
28-Dec-2023	Purchase	23,000	10	1,667.63	3,83,55,404
18-Mar-2024	Purchase	35,000	10	1,314.85	4,60,19,799
14-Feb-2025	Purchase	19,250	10	1,020.17	1,96,38,305
19-Mar-2025	Purchase	23,000	10	965.39	2,22,03,954
20-Mar-2025	Purchase	31,000	10	981.41	3,04,23,636
09-Mar-2016	Sale	(50,000)	10	710.97	(3,55,48,500)

(iv) Niharika Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
17-Mar-2022	Purchase	1,84,783	10	1,701.95	31,44,91,427

(v) ATC Logistical Solutions Private Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
25-Feb-2025	Purchase	9,850	10	995.25	98,03,259.80

(vi) Pavan Kumar Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation	2,15,992	10	NA	-

(vii) Siddharth Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,82,589	10	NA	-

(viii) Nayantara Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	33,000	10	NA	-

(ix) Inox Infrastructure Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	1,50,174	10	NA	-

(x) GFL Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,55,00,000	10	NA	-

7.4. The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post Buyback. Any change in voting rights of the Promoters and Promoter Group pursuant to completion of Buyback will not result in any change in control over the Company.

8. NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I under Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

(i) immediately following the date of the Board Meeting approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;

(ii) as regards the Company's prospects for the year immediately following the date of the Board Meeting, having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting;

(iii) in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT

(i) all the Equity Shares of the Company are fully paid up;

(ii) the Company shall not issue any Equity Shares or other securities including by way of bonus issue till the expiry of the Buyback Period i.e., the period commencing from the date of the Board Meeting approving the Buyback i.e., Monday, August 31, 2026, until the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback offer will be made ("**Buyback Period**"), except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. As on the date of this Public Announcement, the Company has 5,48,339 (Five Lakh Forty Eight Thousand Three Hundred Thirty Nine) ESOPs, which the Company may honour under its ESOP schemes. Further, there is no potential impact of subsisting obligations;

(iii) the Company, as per provisions of Section 68(8) of the Companies Act shall not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

(iv) the Company, as per the provisions of Regulation 24(i)(f) of the SEBI Buyback Regulations, shall not raise further capital for a period of 1 (one) year from the date of completion of payment to shareholders under this Buyback except in discharge of its subsisting obligations;

(v) the Company shall not Buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;

(vi) the Company has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of buyback period of the preceding offer of buyback;

(vii) the Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the date of expiry of the Buyback Period;

(viii) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

(ix) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

(x) the aggregate maximum amount of the Buyback i.e. ₹ 300,00,00,000/- (Indian Rupees Three Hundred Crores only) does not exceed 10% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on both audited standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount;

(xi) the number of Equity Shares proposed to be purchased under the Buyback, i.e., 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) Equity Shares, does not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company as per the latest audited balance sheet as at March 31, 2026;

(xii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act involving the Company, as on date of this Public Announcement;

(xiii) the Company shall not withdraw the Buyback offer after this Public Announcement;

(xiv) the consideration for the Buyback shall be paid by the Company only in cash;

(xv) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;

(xvi) the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the SEBI Buyback Regulations;

(xvii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;

(xviii) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;

(xix) the public shareholding post Buyback shall not fall below the minimum public shareholding requirements as per Regulation 38 of the Listing Regulations;

(xx) the Company has been in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;

(xxi) there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;

(xxii) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up Equity Share capital and free reserves based on both, audited standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount;

(xxiii) the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

(xxiv) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(xxv) the Buyback shall be completed within a period of 1 (one) year from the date of the Board Meeting approving the Buyback;

(xxvi) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and Promoter Group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board Meeting till the closing of the Buyback offer;

(xxvii) as per Regulation 24(i)(ea) of the SEBI Buyback Regulations, except for tendering shares or other specified securities in the Buyback offer, the shares or other specified securities held by the Promoter and Promoter Group including their associates, for which Buyback is undertaken, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of the Board Meeting till the closing of the Buyback offer;

(xxviii) the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within the specified timelines; and

(xxix) the Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case it results in a breach of any covenant with such lenders. As per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buyback Regulations, the Company confirms that there is no breach of any covenants of the loans taken. All necessary lender consents required in connection with the Buyback have been duly obtained.

11. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated August 31, 2026 received from S.R. Batliboi & Co. LLP, the statutory auditor of the Company addressed to the Board of the Company is reproduced below:

Quote

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68(2)(b) of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

The Board of Directors
PVR INOX Limited
Block A, 4th Floor, Building No. 9A
DLF Cyber City, Phase III
Gurugram - 122002

1. This Report is issued in accordance with the terms of our service scope letter dated August 27, 2026, and master engagement agreement July 21, 2022, with PVR INOX Limited (hereinafter the "Company").

2. The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on August 31, 2026. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only.

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026). The Board of Directors are also responsible for ensuring that the Company complies with the requirements of the Act and SEBI Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:

(i) Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2026;

(ii) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

(iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026).

6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 11, 2026. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:

i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2026. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2026 including the unmodified audit opinions dated May 11, 2026;

ii) Read the Articles of Association of the Company and noted the permissibility of buyback;

iii) Traced the amounts of paid-up equity share capital, retained earnings, securities premium and general reserves as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2026;

iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed in accordance with section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations detailed in the Statement;

v) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and read that the Board of Directors had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026);

vi) Verified the arithmetical accuracy of the amounts mentioned in the Statement; and

vii) Obtained necessary representations from the management of the Company.

Opinion

11. Based on our examination as above, and the information and explanations given to us, we report that:

(i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2026;

(ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

(iii) the Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026).

Restriction on Use

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68(2)(b) of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to (a) include it in the public announcement to be made to the Shareholders of the Company, (b) include it in the letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited and the Central Depository Securities (India) Limited, (c) share it with the merchant banker appointed by the Company, for onward submission of this report to SEBI and the stock exchanges and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101
UDIN 26509101SJKLUT8274

Place of Signature: New Delhi

Date: August 31, 2026

Annexure A

Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares ("the Statement") in accordance with provisions of Sections 68(2)(b) of the Companies Act, 2013, as amended, and Regulations 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"), based on the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2026

(INR in millions)

Particulars	Standalone	Consolidated
Paid up equity share capital (98,199,962 equity shares of ₹10/- each) *	982	982
Free reserves # :		
Retained earnings *	(14,243)	(13,825)
General reserve *	403	404
Securities premium *	86,176	86,176
Total paid up equity capital and free reserves (including securities premium) as at March 31, 2026	**73,318**	**73,737**
Maximum amount permissible for buy-back under provisions of Sections 68(2)(b) of the Companies Act, 2013, as amended, read with Regulations 5(i)(b) of SEBI Buyback Regulations {10% of the total paid up equity share capital and free reserves (including securities premium)}	7,332	7,374
Maximum amount permitted by Board Resolution dated August 31, 2026 approving buy-back, based on the audited accounts as at March 31, 2026		3,000

\# Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Companies Act, 2013, as amended.

* The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2026.

For and on behalf of Board of Directors of
PVR INOX Limited

Gaurav Sharma
Chief Financial Officer

Place: Gurugram
Date: August 31, 2026

<u>Unquote</u>

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

12.1. As required under the SEBI Buyback Regulations, the Company has fixed Friday, September 4, 2026 as the Record Date for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from Thursday, September 10, 2026, i.e., not later than 4 (four) working days from the Record Date, and shall remain open for a period of 5 (five) working days, i.e., until Thursday, September 17, 2026 ("**Tendering Period**").

12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.

12.3. In accordance with the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within 2 (two) working days from the Record Date. If an Eligible Shareholder requests a physical copy of the Letter of Offer, such shareholder may submit a request to the Company or KFin Technologies Limited, the Registrar to the Buyback ("**Registrar**"/ "**Registrar to the Buyback**"). Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to the Eligible Shareholder.

12.4. The Equity Shares to be bought back as a part of the Buyback are divided into 2 (two) categories:

(i) Reserved category for Small Shareholders (defined hereinafter); and

(ii) General category for all other Eligible Shareholders.

12.5. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on the Record Date, of not more than ₹ 2,00,000/- (Indian Rupees Two Lakhs only).

12.6. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

12.7. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including Small Shareholders to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares which the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Since the Promoters and Promoter Group and persons in control of the Company have declared their intention to participate in the Buyback, the Equity Shares held by them shall be considered for the purposes of computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the SEBI Buyback Regulations.

12.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("**PAN**") for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholder where PAN is not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds, trusts, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN will not to be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent to the Buyback ("**Registrar**") as per the shareholder records received from the depositories.

12.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

12.10. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

12.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholders hold Equity Shares through multiple demat accounts, the tender through demat account cannot exceed the number of Equity Shares held in that demat account.

12.12. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.

12.13. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of tenders under the Buyback will be done using the "Mechanisms for acquisition of shares through Stock Exchange" notified by SEBI Circulars. If the Buy-back entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 (one) Equity Share may tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of 1 (one) Equity Share, if such Small Shareholders have tendered for additional Equity Shares.

12.14. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/ depository.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

13.1. The Buyback is open to all Eligible Shareholders/beneficial shareholders of the Company holding Equity Shares either in physical or dematerialised form, as on the Record Date.

13.2. The Buyback shall be implemented using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting*' in accordance with the SEBI Circulars ("**Stock Exchange Mechanism**"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board, on such terms and conditions as may be permitted by law from time to time.

13.3. For implementation of the Buyback, the Company has appointed DAM Capital Advisors Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

DAM Capital Advisors Limited
Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli,
Mumbai 400 018, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: rajesh@damcapital.in
Website: www.damcapital.in
Contact Person: Rajesh Tekadiwala
CIN: L99999MH1993PLC071865
SEBI Registration Number: INZ000207137
Validity Period: Permanent

13.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

13.5. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("**Stock Broker(s)**") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialised form as well as physical form.

13.6. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any change in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

13.7. In the event the Stock Brokers of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., DAM Capital Advisors Limited to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.

13.8. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the Tendering Period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

13.9. The cumulative quantity tendered shall be made available on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

13.10. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

13.11. In accordance with Regulation 24(v) of the SEBI Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income-tax Act, 2025 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/ provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

13.13. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/ or the Stock Broker through which the Eligible Shareholder places the bid.

13.14. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

i. Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback.

ii. The Stock Broker would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited (collectively referred to as the **"Clearing Corporation")**.

iii. The relevant details including the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the BSE and/or the Clearing Corporation.

iv. The lien shall be marked by the Stock Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation.

v. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and Clearing Corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer ("**IDT**") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ Clearing Corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

vi. For orders placed with respect to dematerialised Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

vii. Upon placing the bid, the Stock Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

viii. It is clarified that in case of dematerialised Equity Shares, submission of the tender form and TRS to the Registrar is not required After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

ix. The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such shares will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

x. Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (b) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).

xi. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a non-resident shareholder, should obtain and enclose a letter from its authorised dealer/ bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a non-resident shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

13.15. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.

i. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the tender form duly signed by all Eligible Shareholders (in case the Equity Shares are in joint names, in the same order in which they hold the Equity Shares), (b) original Equity Share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) duly filled Form ISR-4 by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company, (e) latest Client Master List of the demat account, not older than 2 (two) months and duly attested by the DP and duly filled in demat conversion request form (DCRF) along with the service request to process transfer of balance unaccepted shares, (f) self-attested copy of the Eligible Shareholder's PAN Card(s), (g) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board / shareholder resolution and specimen signature), notarized copy of death certificate and succession certificate/legal heirship certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

ii. Based on aforesaid documents, the concerned Stock Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio no., Equity Share certificate no., distinctive no., number of Equity Shares tendered etc.

iii. Any Shareholder's Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Limited, at the address mentioned at paragraph 16 below, on or before the Buyback closing date. The envelope should be super scribed as "**PVR INOX Limited – Buyback Offer 2026**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholders.

iv. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

v. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

vi. An unregistered shareholder holding physical shares may also tender his/ her Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his / her name, along with the offer form, copy of his/ her PAN card and of the person from whom he / she has purchased shares and other relevant documents as required for transfer, if any.

14. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

i. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

ii. The Company will pay consideration pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholder's bank account linked to its demat account. If any Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the concerned Eligible Shareholders will be transferred to the settlement account of the Stock Broker for onward transfer to such Eligible Shareholders.

iii. Details in respect of Eligible Shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

iv. In case of certain shareholders viz., NRIs, non-residents, foreign clients etc. (where there are specific regulatory requirements pertaining to funds pay out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay out would be given to their respective Stock Broker's settlement accounts for releasing the same to such Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds pay out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

v. In the case the demat account of the Eligible Shareholders is held with one depository and the clearing member pool/ Clearing Corporation account is held with another depository, the Clearing Corporation that holds the clearing member pool and Clearing Corporation account of the Eligible Shareholder will cancel the excess or unaccepted shares in the depository that holds the demat account. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing

Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted blocked shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

vi. In relation to the physical Equity Shares:

(a) The funds pay-out would be given to the respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

(b) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholder' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.

(c) In relation to the Equity Shares held in physical form, the Registrar/ Company shall verify and process the service requests and thereafter issue securities to the securities holder/ claimant in dematerialized form, directly in the demat account of the securities holder/ claimant, within 30 (thirty) days of its receipt of such request after removing objections, if any. After verifying and processing the request, the Registrar/ Company shall initiate the demat conversion request in the depository system for direct credit of securities in the demat account of the security holder/ claimant. Post confirmation of the demat conversion request, the depositories/ Registrar/ Company shall send an intimation to the security holder/ claimant regarding successful dematerialization of the securities. The Registrar and Transfer Agent of the Company shall retain the physical securities as per the existing procedure and deface the share certificate with a stamp "Securities issued in dematerialized form" on the face/ reverse of the share certificate, subsequent to processing of service request.

vii. The Equity Shares bought back in the dematerialised form would be transferred directly to the escrow account of the Company opened for the Buyback (the "**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

viii. The Stock Broker would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company's Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.

ix. Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Broker for details of and for payment to them of any cost, charges and expenses (including brokerage), applicable taxes etc that may be levied by the Stock Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

x. The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

15. COMPLIANCE OFFICER

The Company has appointed Mr. Murlee Manohar Jain, Company Secretary as the Compliance Officer for the purpose of the Buyback ("**Compliance Officer**"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. (IST) to 6:00 p.m. (IST) on any day except Saturday, Sunday and public holidays, at the following address:

Mr. Murlee Manohar Jain
Company Secretary and Compliance Officer
Block A, 4th Floor, Building No. 9A,
DLF Cyber City, Phase III,
Gurugram, Haryana, 122002
Tel: +91 9871712775
Email: murlee.jain@pvrinox.com
Website: www.pvrinox.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Kfin Technologies Limited , the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. (IST) to 5.30 p.m. (IST) at the following address:

KFINTECH
EXPERIENCE TRANSFORMATION

KFin Technologies Limited
Address: Selenium, Tower B, Plot No-31 and 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy 500 032, Telangana, India
Contact Person: Mr. M. Murali Krishna
Tel. No.: +91 40 6716 2222/ 79611000
Toll Free No.: 18003094001
Email: pvrinox.buyback@kfintech.com
Website: www.kfintech.com
Investor Grievance E-mail: einward.ris@kfintech.com
SEBI Registration Number: INR000000221
Validity Period: Permanent Registration
CIN: L72400MH2017PLC444072

17. MANAGER TO THE BUYBACK

DAM CAPITAL

DAM Capital Advisors Limited
Altimus 2202, Level 22
Pandurang Budhkar Marg, Worli
Mumbai 400 018, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: pvrinox.buyback2026@damcapital.in
Website: www.damcapital.in
Contact Person: Aanchal Wagle/ Puneet Agnihotri
SEBI Registration Number: MB/INM000011336
Validity Period: Permanent
CIN: L99999MH1993PLC071865

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and confirms that the information in such documents contain true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
PVR INOX Limited

Ajay Kumar Bijli Digitally signed by Ajay Kumar Bijli Date: 2026.09.01 23:14:20 +05'30'	SANJEEV KUMAR Digitally signed by SANJEEV KUMAR Date: 2026.09.01 23:15:06 +05'30'	Murlee Manohar Jain Digitally signed by Murlee Manohar Jain Date: 2026.09.01 23:15:50 +05'30'
Ajay Kumar Bijli	**Sanjeev Kumar**	**Murlee Manohar Jain**
Managing Director	Executive Director	**Company Secretary and Compliance Officer**
DIN:00531142	**DIN:**00208173	**Membership No.:** F9598

Date: September 1, 2026
Place: Gurugram